

HMG COURTLAND PROPERTIES INC

Form 8-K

December 23, 2014

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

**Form 8-K**

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES AND EXCHANGE ACT OF 1934

Date of Report (Date or earliest event reported): December 19, 2014

HMG/COURTLAND PROPERTIES, INC.  
(Exact Name of Registrant as Specified in its Charter)

**Delaware**

(State or Other Jurisdiction of Incorporation or Organization)

**1-7865**

(Commission File No)

**59-1914299**

(I.R.S. Employer Identification No.)

**1870 S. Bayshore Drive**

**Coconut Grove, Florida**

(Address of Principal Executive Offices)

**33133**

(Zip Code)

**(305) 854-6803**

(Registrant's Telephone Number, Including Area Code)

**N/A**

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-1(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 7.01 Regulation FD Disclosure**

On December 23, 2014, HMG/Courtland Properties, Inc. ("HMG" or the "Company") issued a press release announcing that HMG's Board of Directors authorized an increase in its share repurchase program authorizing the purchase of up to \$500,000 of HMG common stock under the program that will be in effect through the end of HMG's 2015 fiscal year. The program previously authorized the purchase of up to \$300,000 of outstanding shares. The Company has repurchased \$168,900 of shares which have been retired into treasury under this program. A copy of the press release is attached as Exhibit 99.1.

The information in this Item 7.01 and Exhibit 99.1 attached hereto shall not be deemed "filed" for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section, nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, except as expressly set forth by specific reference in such filing.

**Item 8.01 Other Events**

On December 19, 2014, HMG's Board of Directors authorized the purchase of up to \$500,000 of HMG common stock on the open market or through privately negotiated transactions. The program was previously authorized to purchase up to \$300,000 of outstanding shares. The program will be in place through the end of HMG's 2015 fiscal year. To date the Company has repurchased \$168,900 of shares which have been retired into treasury under this program.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

Release dated December 23, 2014 announcing that HMG's Board of Directors authorized the purchase of up to 99.1 \$500,000 of HMG common stock under a share repurchase program that will be in effect through the end of HMG's 2015 fiscal year.

**Signatures**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HMC/COURTLAND  
PROPERTIES, INC.

By: /s/ CARLOS CAMAROTTI  
Carlos Camarotti  
Principal Financial Officer

Date: December 23, 2014

**EXHIBIT INDEX**

Exhibit  
No.      Description

99.1      Release dated December 23, 2014 announcing that HMG's Board of Directors has authorized the purchase of up to \$500,000 of HMG common stock under a share repurchase program that will be in effect through the end of HMG's 2015 fiscal year.